

ABLEGROUP BERHAD (654188-H)
(Incorporated in Malaysia)

Minutes of 15th Annual General Meeting of the Company held at Atlanta East, Level 3, Hotel Armada Petaling Jaya, Lot 6, Lorong Utara C, Section 52, 46200 Petaling Jaya, Selangor Darul Ehsan on Friday, 24 May 2019 at 2.30 p.m.

Directors Present: Mr. Yeoh Chong Keat (*Chairman*)
Dato' Lim Kim Huat (*Managing Director*)
Mr. Loi Heng Sewn (*Independent Non-Executive Director*)
Mr. Cheong Marn Seng (*Independent Non-Executive Director*)

In Attendance: Ms. Lim Fei Chia (*Company Secretary*)

Representatives from Messrs Baker Tilly Monteiro Heng PLT
Dato' Lock Peng Kuan
Mr. Bryant Yap Kok Keong
Ms. Ng Aileen

1. **CHAIRMAN AND QUORUM**

The Chairman of the Board, Mr. Yeoh Chong Keat welcomed all shareholders and proxies to the Company's 15th AGM.

The Chairman introduced to the floor the Board Members, the Company Secretary, Chief Operating Officer and the representatives of the External Auditors, Messrs Baker Tilly Monteiro Heng PLT who were in attendance.

There being a quorum, the Chairman called the Meeting to order.

2. **NOTICE**

The Chairman informed that the Notice convening the AGM had been sent to all the shareholders of the Company and was published in The New Straits Times on 29 April 2019.

There being no objection from the floor, the notice convening the AGM was taken as read.

3. **SHAREHOLDERS' VOTING RIGHTS**

The Chairman informed that all shareholders present in person or by proxy or by authorised representative or by attorney were entitled to vote by poll and shall have one (1) vote for each share held. All the resolutions tabled for shareholders' approval at the AGM shall be decided on a poll.

Upon being invited by the Chairman, the Company Secretary briefed the shareholders and proxies that the polling process for the resolutions will be conducted by the Poll Administrator upon completion of deliberation of each item to be transacted at the AGM.

ABLEGROUP BERHAD (654188-H)

Minutes of the 15th Annual General Meeting held on 24 May 2019 (cont'd)

The Company has appointed Tricor Investor & Issuing House Services Sdn Bhd and Archer Consulting Group Sdn Bhd as Poll Administrator and Scrutineers respectively.

In order to facilitate the orderly conduct of the Meeting, question & answer sessions would be held after the Meeting had procedurally moved each motion.

4. **AUDITED FINANCIAL STATEMENTS FOR THE FINANCIAL YEAR ENDED 31 DECEMBER 2018 AND THE REPORTS OF THE DIRECTORS AND AUDITORS THEREON**

The Audited Financial Statements of the Company for the financial year ended 31 December 2018 (“AFS”) and the Reports of the Directors and Auditors thereon which had been previously circulated to all the members of the Company within the statutory period were tabled before the Meeting.

With the unanimous consent of the shareholders, the Auditors’ Report contained in the AFS was taken as read.

The Chairman then invited questions from the floor.

Mr. William Ng, a proxy holder thanked the Board and commented that the performance of the Group has remained stagnant in the last financial year.

To his questions on the outlook of the property development project and building material business of the Group, Dato’ Lim Kim Huat, the Managing Director responded that the stone business under the building material segment remains the sole contributor to the financial performance of the Group.

In view that the property market remained soft and uncertain, Management remained vigilant and would continue to adopt cautious practice including evaluating the risk and return of launching the development of the land.

The Managing Director added that the Group is also taking a prudent approach in pursuing new contracts to replenish the order book in the building material business in the interest of the Group.

He added that as the Group has healthy cash flow, the delay in the launching of the property development project will not impact the cash flow position and/or the financial performance of the Group. Management continues to monitor and evaluate the market conditions, cash flow requirements in consideration of undertaking any corporate exercise(s) beneficial to the Group when time is opportune and suitable to ensure success.

To the comments by Mr. Ng on the increase of the auditors’ remuneration during the financial year 2018, the Chairman remarked that the remuneration of the External Auditors has not been reviewed in the past financial years with their indulgence after taking into consideration the business activities and financial performance of the Group. The increment of their remuneration was in recognition of the increased duties and responsibilities of the

ABLEGROUP BERHAD (654188-H)

Minutes of the 15th Annual General Meeting held on 24 May 2019 (cont'd)

External Auditors and the professional services rendered to the Group in the light of stringent financial reporting requirements and standards applicable to the Company and Group.

After dealing with the questions raised, the AFS of the Company and the Reports of the Directors and Auditors thereon as laid before the Meeting were declared by the Chairman to be duly received.

5. **RESOLUTION 1**

APPROVAL OF PAYMENT OF DIRECTORS' FEES AND ALLOWANCES FROM 25 MAY 2019 UNTIL THE NEXT AGM

The Chairman proceeded to the next item of the agenda. Mr. William Ng proposed and Ms. Seong Poh Ling seconded the following motion:

“THAT the payment of Directors' fees and allowances up to RM224,000.00 from 25 May 2019 until the next AGM of the Company be hereby approved.”

To the question raised by Mr. William Ng on the proposed reduction of Directors' fees, the Managing Director responded that the Directors' fees have remained unchanged in consideration of the business activities and financial performance of the Group due to lesser job orders.

Notwithstanding, the Directors have been supportive of Management's business plans and have devoted sufficient time and commitment in the discharge of their duties and responsibilities.

There being no other questions raised, the Chairman proceeded to the next item on the agenda.

6. **RESOLUTION 2 AND 3**

RE-ELECTION OF DIRECTORS RETIRING IN ACCORDANCE WITH ARTICLE 89 OF THE COMPANY'S CONSTITUTION

In view that Resolution 2 was in relation to the Chairman's re-election, for good governance, the chair was passed to Dato' Lim Kim Huat, the Managing Director of the Company.

Dato' Lim Kim Huat informed that pursuant to Article 89 of the Company's Constitution, Yeoh Chong Keat retires by rotation and being eligible, has offered himself for re-election.

Dato' Lim Kim Huat proposed and Mr. William Ng seconded the following motion:

“THAT Yeoh Chong Keat who is retiring pursuant to Article 89 of the Company's Constitution and being eligible, be hereby re-elected to office.”

ABLEGROUP BERHAD (654188-H)

Minutes of the 15th Annual General Meeting held on 24 May 2019 (cont'd)

There being no questions raised, the Chairman resumed the chair and proceeded to Resolution 3 in the agenda.

The Chairman informed that pursuant to Article 89 of the Company's Constitution, Cheong Marn Seng retires by rotation and being eligible, have offered himself for re-election.

The Chairman proposed and Mr. Lee Guan Hock seconded the following motion:

“THAT Cheong Marn Seng who is retiring pursuant to Article 89 of the Company's Constitution and being eligible, be hereby re-elected to office.”

There being no questions raised, the Chairman proceeded to the next item on the agenda.

7. **RESOLUTION 4**

RE-APPOINTMENT OF AUDITORS

The Chairman informed the shareholders that the Company's Auditors, Messrs Baker Tilly Monteiro Heng PLT had given their consent for re-appointment as the Company's Auditors.

The Chairman proposed and Mr. William Ng seconded the following motion:

“THAT Messrs Baker Tilly Monteiro Heng PLT be re-appointed the Auditors of the Company AND THAT the Directors be authorised to fix their remuneration.”

There being no questions raised, the Chairman proceeded to the next item on the agenda.

8. **RESOLUTION 5**

RETENTION OF INDEPENDENT DIRECTOR

The Chairman informed that the next item on the agenda was to seek the approval of the shareholders for the retention of Mr. Cheong Marn Seng who had served the Board for a cumulative period of more than 9 years as an Independent Non-Executive Director.

The Board of Directors of the Company has assessed the independence of Mr. Cheong and concluded that he will continue to demonstrate independent view and judgement in Board deliberations. The Board recommended that he be retained as Independent Non-Executive Director of the Company and to hold office until the conclusion of the next AGM. Other justifications for the retention of Mr. Cheong was as set out in the Notice of the Meeting.

The Chairman proposed and Ms. Tan Li Feng seconded the following motion:

ABLEGROUP BERHAD (654188-H)

Minutes of the 15th Annual General Meeting held on 24 May 2019 (cont'd)

“THAT in accordance with the Malaysian Code on Corporate Governance, subject to the passing of Resolution No. 3, Cheong Marn Seng be and is hereby retained as Independent Non-Executive Director of the Company and be designated as such until the conclusion of the next AGM, subject to the provisions of the relevant regulatory authorities.”

There being no questions raised, the Chairman proceeded to the next item on the agenda.

9. **RESOLUTION 6**

AUTHORITY FOR THE DIRECTORS TO ISSUE SHARES

Ms. Tan Li Feng proposed and Ms. Low Ai Kuen seconded the following motion:

“THAT pursuant to Sections 75 and 76 of the Companies Act 2016 (“the Act”), and subject to the Main Market Listing Requirements of Bursa Malaysia Securities Berhad and the approvals of the relevant governmental and/or regulatory authorities (if any), the Directors be and are hereby empowered to issue new shares in the Company at any time, to such person or persons, upon such terms and conditions and for such purposes as the Directors may, in their absolute discretion, deem fit, provided that the aggregate number of shares issued pursuant to this resolution in any one financial year does not exceed ten per cent (10%) of the total number of issued shares of the Company at the time of issue AND THAT the Directors be and are also empowered to obtain the approval from Bursa Malaysia Securities Berhad for the listing of and quotation for the additional shares so issued AND THAT such authority shall continue to be in force until the conclusion of the next AGM of the Company.”

There being no questions raised, the Chairman proceeded to the next item on the agenda.

10. **RESOLUTION 7**

PROPOSED RENEWAL OF EXISTING SHAREHOLDERS’ MANDATE FOR RECURRENT RELATED PARTY TRANSACTIONS OF A REVENUE OR TRADING NATURE (“PROPOSED RENEWAL OF RRPT MANDATE”)

The Chairman informed that the next item on the agenda was to seek shareholders’ approval for the Company and its subsidiaries to enter into recurrent related party transactions (“RRPTs”) of a revenue or trading nature which are necessary for the Group’s day-to-day operations and are carried out in the ordinary course of business on normal commercial terms which are not more favourable to the related parties than those generally available to the public and are not detrimental to the minority shareholders of the Company.

The relevant information of the Proposed Renewal of RRPT Mandate was set out in Part A of the Company’s Circular to Shareholders dated 29 April 2019.

The Chairman further informed that Dato’ Lim Kim Huat and persons connected to him are interested parties in the Proposed Renewal of RRPT Mandate, they and persons connected to them shall abstain from voting on this resolution.

ABLEGROUP BERHAD (654188-H)*Minutes of the 15th Annual General Meeting held on 24 May 2019 (cont'd)*

Mr. Lew Kheep Seng proposed and Ms. Seong Poh Ling seconded the following motion:

“THAT subject always to the provisions of the Main Market Listing Requirements of Bursa Malaysia Securities Berhad, approval be and is hereby given to the Company and its subsidiaries to enter into recurrent related party transactions of a revenue or trading nature as stated in Section 2.4 of Part A of the Circular to Shareholders dated 29 April 2019 with the specified classes of related party(ies) mentioned therein which are necessary for the Group’s day-to-day operations and are carried out in the ordinary course of business on normal commercial terms which are not more favourable to the related party(ies) than those generally available to the public and are not detrimental to the minority shareholders of the Company.

THAT the approval shall continue to be in force until:

- (i) the conclusion of the next AGM of the Company following the general meeting at which such mandate was passed, at which time it will lapse, unless by a resolution passed at the AGM whereby the authority is renewed;
- (ii) the expiration of the period within which the next AGM of the Company is required to be held pursuant to Section 340(2) of the Act (but must not extend to such extension as may be allowed pursuant to Section 340(4) of the Act); or
- (iii) revoked or varied by resolution passed by the shareholders in general meeting,

whichever is the earlier;

AND THAT the Directors of the Company be and are hereby authorised to complete and do all such acts and things (including executing all such documents as may be required) as they may consider expedient or necessary or in the interests of the Company to give effect to the Proposed Renewal of RRPT Mandate.”

There being no questions raised, the Chairman proceeded to the next item on the agenda.

11. **RESOLUTION 8**

PROPOSED ADOPTION OF NEW CONSTITUTION

The Chairman informed that the next item on the agenda was to seek shareholders’ approval to revoke the existing Constitution and in place thereof, to adopt a new Constitution for the Company.

The relevant information of the Proposed Adoption was set out in Part B of the Company’s Circular to Shareholders dated 29 April 2019.

Ms. Tan Li Feng proposed and Ms. Seong Poh Ling seconded the following motion:

ABLEGROUP BERHAD (654188-H)Minutes of the 15th Annual General Meeting held on 24 May 2019 (cont'd)

“THAT approval be and is hereby given to the Company to revoke the existing Constitution of the Company in its entirety and in place thereof, a new Constitution as set out in Appendix II of the Circular to Shareholders dated 29 April 2019 be and is hereby adopted as the Constitution of the Company with immediate effect;

AND THAT the Directors of the Company be and are hereby authorised to complete and do all such acts and things as they may consider expedient or necessary in order to give full effect to the Proposed Adoption, with full power to assent to any conditions, modification, and/or amendments as may be required by the relevant authorities.”

12. **POLLING PROCESS**

There being no other business to be transacted of which due notice had been given, the Chairman informed that poll voting on all the resolutions would be conducted and upon being invited by the Chairman, the Company Secretary briefed the polling procedures to the shareholders and proxies present.

After the briefing by the Company Secretary, the Chairman informed that the poll results would be announced as soon as after the Scrutineers have completed their report.

The Meeting was adjourned at 3.00 p.m. for the polling process.

13. **ANNOUNCEMENT OF POLL RESULTS**

At 3.30 p.m., the Chairman called the Meeting to order and informed that the Scrutineers have completed and submitted their report.

The Chairman invited the Company Secretary to read out the poll results and declared that all resolutions tabled at the Meeting were carried as follows:

Resolution	Vote For		Vote Against		Total	
	No. of Shares	%	No. of Shares	%	No. of Shares	%
Resolution 1 To approve the payment of Directors' fees and allowances up to RM224,000.00 from 25 May 2019 until the next AGM of the Company	146,564,700	99.9993	1,000	0.0007	146,565,700	100.00
Resolution 2 To re-elect Yeoh Chong Keat as Director	146,564,900	99.9995	800	0.0005	146,565,700	100.00

ABLEGROUP BERHAD (654188-H)*Minutes of the 15th Annual General Meeting held on 24 May 2019 (cont'd)*

Resolution	Vote For		Vote Against		Total	
	No. of Shares	%	No. of Shares	%	No. of Shares	%
Resolution 3 To re-elect Cheong Marn Seng as Director	146,556,700	100.00	0	0.0000	146,556,700	100.00
Resolution 4 To re-appoint Messrs Baker Tilly Monteiro Heng PLT as the Company's Auditors and to authorise the Directors to fix their remuneration	146,565,700	100.00	0	0.0000	146,565,700	100.00
Resolution 5 To retain Cheong Marn Seng as Independent Director	146,556,700	100.00	0	0.0000	146,556,700	100.00
Resolution 6 To authorise Directors to issue shares	146,551,300	99.9902	14,400	0.0098	146,565,700	100.00
Resolution 7 Proposed renewal of RRPT Mandate	5,749,300	100.00	0	0.0000	5,749,300	100.00
Resolution 8 Proposed adoption of a new Constitution	146,565,700	100.00	0	0.0000	146,565,700	100.00

14. CLOSURE OF MEETING

There being no other business, the Chairman declared the Meeting closed at 3.35 p.m. with a vote of thanks to the Chair.

READ AND CONFIRMED BY

SIGNED

CHAIRMAN

Date: 7 June 2019